

EXHIBIT

D

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be: **TIME SQUARE CONSTRUCTION, INC.**

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware, 19808. The name of its registered agent at such address is The Company Corporation.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock, which this corporation is authorized to issue, is One Thousand Five Hundred (1,500) shares of common stock with no par value.

FIFTH: The name and address of the incorporator is as follows:

The Company Corporation
2711 Centerville Road
Suite 400
Wilmington, Delaware 19808

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 15th day of February, 2006 A.D.

The Company Corporation, Incorporator

By: 
Name: Keith R. Jones
Assistant Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:56 PM 02/15/2006
FILED 04:22 PM 02/15/2006
060143996 - 4110497 FILE

DE BC D-CERTIFICATE OF INCORPORATION - SHORT SPECIMEN 09/00-1 (DESHORT)

TIME SQUARE 00001

D-1

City of Wilmington
County of New Castle
Dated: February 15, 2006

ORGANIZATION ACTION IN WRITING OF INCORPORATOR

OF

TIME SQUARE CONSTRUCTION, INC.

The following action is taken this day through this instrument by the incorporator of the above corporation:

1. The election of the following person[s] to serve as the director[s] of the corporation until the first annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal:

DONAL O'SULLIVAN

The Company Corporation, Incorporator

By: 

Name: Keith R. Jones
Assistant Secretary

DE BC D-ORGANIZATION ACTION 11/99 (DEACT)

TIME SQUARE 00002

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The following minutes have been accepted and approved by the Board of Directors of Time Square Construction, Inc. at their meeting on March 20, 2006. Meeting was held at 53-13 11th Street, Long Island City, New York 11101.

Minutes for Time Square Construction, Inc., dated March 20, 2006

Agenda: Election of Corporate Officers

Attending:

Kevin O'Sullivan, Member, Board of Directors

1. Election of Corporate Officers:

Kevin O'Sullivan nominated Kevin O'Sullivan to hold all corporate offices, including President, Secretary and Chief Financial Officer. Kevin O'Sullivan briefly stated qualifications to hold each position. Kevin O'Sullivan called for vote on the election of Kevin O'Sullivan to hold all corporate offices for a period of two (2) years according to the bylaws of the Corporation.

Voting

Kevin O'Sullivan: Yes.

Kevin O'Sullivan is unanimously elected to all corporate officer positions.

2. Vice Presidents

A discussion was held regarding the need and desirability of electing Vice-President(s). At the current time, it was decided that there was no need to elect any Vice-Presidents.

3. Next Meeting

Date for the annual corporate meeting was set for the first Monday in December.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.


Kevin O'Sullivan, Secretary

Approved By:


Kevin O'Sullivan, President

The following minutes have been accepted and approved by the Board of Directors of Time Square Construction, Inc. at their meeting on November 1, 2006. Meeting was held at 53-18 11th Street, Long Island City, New York 11101.

Minutes for Time Square Construction, Inc., dated November 1, 2006

Agenda: Lease for 355 Lexington Avenue, 17th Floor, New York, New York 10017

Attending:

Kevin O'Sullivan, Member, Board of Directors

1. Approval of Lease for 355 Lexington Avenue, New York, New York:


Kevin O'Sullivan proposed the approval of a lease for the premises known as 355 Lexington Avenue, 17th Floor, New York, New York. Furthermore, Mr. O'Sullivan proposed leasing the 10th Floor of 355 Lexington Avenue, New York, New York for temporary space until the 17th Floor was ready for occupancy by the Corporation by March of 2007. The Corporation would conduct business at 355 Lexington Avenue, 17th Floor, New York from this day forward. The principal address of the Corporation would be changed from 53-18 11th Street, Long Island City, New York 11101 to 355 Lexington Avenue, 17th Floor, New York, New York.

Voting:

Kevin O'Sullivan: Yes.

The lease for the premises known as 355 Lexington Avenue, 17th Floor, New York, New York was approved and the Corporation's principal address was changed accordingly. Additionally, the Corporation approved the lease for temporary space on the 10th Floor of 355 Lexington Avenue, New York, New York until March of 2007.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.


Kevin O'Sullivan, Secretary

Approved By:


Kevin O'Sullivan, President

Jan-17-2007 05:41pm From-

T-662 P.004/007 F-746

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

07011700038

APPLICATION FOR AUTHORITY
OF

Time Square Construction, Inc.
(insert corporate name)

Under Section 1304 of the Business Corporation Law

FIRST: The name of the corporation is: Time Square Construction, Inc.

If the name does not contain a required word or abbreviation indicating corporate character pursuant to § 301 of the Business Corporation Law, the corporation agrees to add the word or abbreviation _____ to the end of its name for use in this state.

(Do not complete this section unless the corporation's true name is not available pursuant to §301 or § 302 of the Business Corporation Law.) The fictitious name under which the corporation will do business in New York is: _____

SECOND: The jurisdiction in which the corporation was organized is: Delaware
The date of its incorporation is: 2/15/06

THIRD: This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

FOURTH: The county within this state in which the office of the corporation is to be located is: New York County. (A county in New York State must be stated. Please note that the corporation is not required to have an actual physical office in this state.)

DOS-1335 (Rev. 8/06)

TIME SQUARE 00075

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Jan-17-2007 05:42pm From-

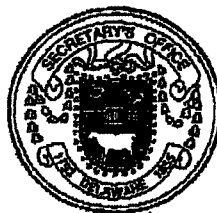
T-662 P.007/007 F-746

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIME SQUARE CONSTRUCTION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 2007.



4110497 R300

070025018

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5341387

DATE: 01-09-07

TIME SQUARE 00072

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Jan-17-2007 05:41pm From-

T-662 P.005/007 F-746

FIFTH: The secretary of state is designated as agent of the corporation upon whom process against the corporation may be served. The address to which the secretary of state shall mail a copy of any process accepted on behalf of the corporation is:

Time Square Construction, Inc.
355 Lexington Ave.
New York, NY 10017

SIXTH: (Check the statement that applies.)

☒ The foreign corporation has not since its incorporation or since the date its authority to do business in New York was last surrendered, engaged in any activity in this state.

☐ The consent of the State Tax Commission, consenting to the filing of this application, is attached.

X 
Signature

Kevin O'Sullivan
Type or print name of signer

President
Type or print title of signer

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TIME SQUARE 00073

D -8

Jan-17-2007 05:41pm From-

T-662 P.006/007 F-746

f 070117000 35

APPLICATION FOR AUTHORITY
OF

Time Square Construction, Inc.
(Insert corporate name)

Under Section 1304 of the Business Corporation Law

Filed by: [Signature] - Kevin O'Sullivan
(Name)

355 Lexington Ave
(Mailing address)

NY NY 10017
(City, State and Zip code)

Note: This form was prepared by the New York State Department of State for filing an application for authority for a business corporation. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. Annexed to the application for authority must be a Certificate of Existence from the official who files and maintains incorporation records in the jurisdiction of the corporation's incorporation. (Please note: This official is generally the Secretary of State and many jurisdictions refer to the Certificate of Existence as a Certificate of Good Standing.) The application must be submitted with a \$225 filing fee. Checks should be made payable to the Department of State.

2007 2007 JAN 17 AM 9:05

[Signature]
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 17 2007
TAX \$
BY: [Signature]
NY-60

4

4/14

TIME SQUARE 00074

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